

BY-LAWS
of
USS CONSTITUTION CHAPTER
Surface Navy Association

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BY-LAWS

of

USS CONSTITUTION CHAPTER
Surface Navy Association

Section 1. NAME, PURPOSES, LOCATION,
SEAL AND FISCAL YEAR

1.1 Name and Purposes. The name shall be USS CONSTITUTION CHAPTER (Chapter), Surface Navy Association (SNA) with the same purposes as SNA.

1.2 Location. The principal office of the Chapter in the Commonwealth of Massachusetts shall be as determined by the Board of Directors.

1.3 Seal. (Reserved)

1.4 Fiscal Year. The fiscal year of the Chapter shall end on December 31.

Section 2. MEMBERS

2.1 QUALIFICATION. Membership in the Chapter shall be in accordance with the requirements, rules and regulations of the Surface Navy Association.

2.2 Tenure. Each member shall hold office in accordance with the rules and regulations of the Surface Navy Association.

2.3 Powers and Rights. In addition to the right to elect directors as provided in Section 4.1 and such other powers and rights as are vested in them by law, or these by-laws, the members shall have such other powers and rights as the directors may designate.

2.4 Suspension or Removal. A member may be suspended or removed only in accordance with the rules and regulations, and the approval, of the Surface Navy Association.

2.5 Resignation. A member may resign by delivering his written resignation to the president, treasurer or clerk of the Chapter, to a meeting of the members or directors.

Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

2.6 Vacancies. (Reserved)

2.7 Annual Meetings. The annual meeting of the members shall be held at 12:00 o'clock noon on March 31 in each year or if that date is a legal holiday in the place where the meeting is to be held, then at the same hour on the next succeeding day not a legal holiday. The annual meeting may be held at any place within the United States as the president, members or directors shall determine. No change in the date fixed in these by-laws for the annual meeting shall be made within sixty days before the date stated herein. Notice of any change of the date fixed in these by-laws for the annual meeting shall be given to all members at least twenty days before the new date fixed for such meeting.

If an annual meeting is not held as herein provided, a special meeting of the members may be held in place thereof with the same force and effect as the annual meeting, and in such case all references in these by-laws, except in this Section 2.7, to the annual meeting of the members shall be deemed to refer to such special meeting. Any such special meeting shall be called and notice shall be given as provided in Sections 2.9 and 2.10.

2.8 Regular Meetings. Regular meetings of the members may be held at such places within the United States and at such times as the members may determine.

2.9 Special Meetings. Special meetings of the members may be held at any time and at any place within the United States. Special meetings of the members may be called by the president or by the directors, and shall be called by the clerk,

2.10 Call and Notice.

a. Annual and Regular Meetings. No call or notice shall be required for annual or regular meetings of members, provided that reasonable notice (i) of the first regular meeting following the determination by the members of the times and places for regular meetings shall be given to absent members, (ii) of an annual meeting not held at the principal office of the Chapter shall be given to each member, (iii) specifying the purpose of an annual or regular meeting shall be given to each member if either contracts or transactions of the Chapter with interested persons or amendments to these by-laws (as adopted by the directors or otherwise) are to be considered at the meeting and (iv) shall be given as otherwise required by law, or these by-laws (including Section 2.7).

b. Special Meetings. Reasonable notice of the time and place of special meetings of the members shall be given to each member. Such notice need not specify the purposes of a meeting, unless otherwise required by law, or these by-laws or unless there is to be considered at the meeting (i) contracts or transactions of the Chapter with interested persons, (ii) amendments to these by-laws (as adopted by the directors or otherwise), (iii) an increase or decrease in the number of members or directors, or (iv) removal or suspension of a member or director.

c. Reasonable and Sufficient Notice. Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a member to send notice by mail at least forty-eight hours or by telegram at least twenty-four hours before the meeting addressed to him at his usual or last known business or

residence address or to give notice to him in person or by telephone at least twenty-four hours before the meeting.

d. Waiver of Notice. Whenever notice of a meeting is required, such notice need not be given to any member if a written waiver of notice, executed by him (or his attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

2.11 Quorum. At any meeting of the members a majority of the members then in attendance (whether present in person or duly represented) shall constitute a quorum. Any meeting may be adjourned to such date or dates not more than 90 days after the first session of the meeting by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

2.12 Action by Vote. Each member shall have one vote. When a quorum is present at any meeting, a majority of the votes properly cast by members present in person or duly represented shall decide any question, including election to any office, unless otherwise provided by law,
or these by-laws.

2.13 Action by Writing. Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if all members entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meetings of the members. Such consents shall be treated for all purposes as a vote at a meeting.

2.14 Proxies. Members may vote either in person or by written proxy dated not more than six

months before the meeting named therein, which proxies shall be filed before being voted with the clerk or other person responsible for recording the proceedings of the meeting. Unless otherwise specifically limited by their terms, such proxies shall entitle the holders thereof to vote at any adjournment of the meeting but the proxy shall terminate after the final adjournment of such meeting.

2.15 Compensation. Members shall be entitled to receive for their services such amount, if any, as the directors may determine, which may include expenses of attendance at meetings.** Members shall not be precluded from serving the in any other capacity and receiving compensation for any such services.

**related to the rendering of such services.

Section 3. SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISERS, FRIENDS OF THE

The directors may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisers or friends of the or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the directors shall otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

Section 4. BOARD OF DIRECTORS

4.1 Number and Election. The members annually at their annual meeting shall fix the number of directors and shall elect the number of directors so fixed. At any special or regular meeting the members or directors then in office may increase the number of directors and elect new directors to complete the number so fixed; or they may decrease the number of directors, but only to eliminate vacancies

existing by reason of the death, resignation, removal or disqualification of one or more directors. A director shall be a member.

4.2 Tenure. Each director shall hold office until the next annual meeting of members and until his successor is elected and qualified, or until he sooner dies, resigns, is removed or becomes disqualified.

4.3 Powers. The affairs of the Chapter shall be managed by the directors who shall have and may exercise all the powers of the Chapter except those powers reserved to the members by law, or these by-laws.

4.4 Committees. The directors may elect or appoint one or more committees and may delegate to any such committee or committees any or all of their powers. Any committee to which the powers of the directors are delegated shall consist solely of directors. Unless the directors otherwise designate, committees shall conduct their affairs in the same manner as is provided in these by-laws for the directors. The members of any committee shall remain in office at the pleasure of the directors.

4.5 Suspension or Removal. A director may be suspended or removed (a) with or without cause by vote of a majority of the members or (b) with cause by vote of a majority of the directors then in office. A director may be removed with cause only after reasonable notice and opportunity to be heard.

4.6 Resignation. A director may resign by delivering his written resignation to the president, treasurer or clerk of the Chapter, to a meeting of the members or directors or to the Chapter at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall

not be necessary to make it effective unless it so states.

4.7 Vacancies. Any vacancy in the board of directors, except a vacancy resulting from enlargement which must be filled in accordance with Section 4.1 may be filled by the members or directors. Each successor shall hold office for the unexpired term or until he sooner dies, resigns, is removed or becomes disqualified. The directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

4.8 Regular Meetings. Regular meetings of the directors may be held at such places and at such times as the directors may determine.

4.9 Special Meetings. Special meetings of the directors may be held at any time and at any place when called by the chairman of the board of directors (or if there be no such chairman, the president) or by two or more directors.

4.10 Call and Notice.

a. Regular Meetings. No call or notice shall be required for regular meetings of directors, provided that reasonable notice (i) of the first regular meeting following the determination by the directors of the times and places for regular meetings shall be given to absent members, (ii) specifying the purpose of a regular meeting shall be given to each director if either contracts or transactions of the Chapter with interested persons or amendments to these by-laws are to be considered at the meeting and (iii) shall be given as otherwise required by law, or these by-laws.

b. Special Meetings. Reasonable notice of the time and place of special meetings of the directors shall be given to each director. Such notice need not specify the purposes of a meeting, unless otherwise required by law, the articles of organization or these by-laws or unless there is to be

considered at the meeting (i) contracts or transactions of the Chapter with interested persons, (ii) amendments to these by-laws, (iii) an increase or decrease in the number of directors, or (iv) removal or suspension of a director.

c. Reasonable and Sufficient Notice. Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a director to send notice by mail at least forty-eight hours or by telegram at least twenty-four hours before the meeting addressed to him at his usual or last known business or residence address or to give notice to him in person or by telephone at least twenty-four hours before the meeting.

d. Waiver of Notice. Whenever notice of a meeting is required, such notice need not be given to any director if a written waiver of notice, executed by him (or his attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

4.11 Quorum. At any meeting of the directors a majority of the directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

4.12 Action by Vote. When a quorum is present at any meeting, a majority of the directors present and voting shall decide any question, including election of officers, unless otherwise provided by law, or these by-laws.

4.13 Action by Writing. Any action required or permitted to be taken at any meeting of the

directors may be taken without a meeting if all the directors consent to the action in writing and the written consents are filed with the records of the meetings of the directors. Such consents shall be treated for all purposes as a vote at a meeting.

4.14 Compensation. Directors shall be entitled to receive for their services such amount, if any, as the directors may from time to time determine, which may include expenses of attendance at meetings. Directors shall not be precluded from serving the Chapter in any other capacity and receiving compensation for any such services.

Section 5. OFFICERS AND AGENTS

5.1 Number and Qualification. The officers of the Chapter shall be a president, treasurer, clerk and such other officers, if any, as the directors may determine. The Chapter may also have such agents, if any, as the directors may appoint. An officer shall be a director & member.

A person may ^{not} hold more than one office at the same time. If required by the directors, any officer shall give the Chapter bond for the faithful performance of his duties in such amount and with such surety or sureties as shall be satisfactory to the directors.

5.2 Election. The president, treasurer and clerk shall be elected annually by the members

Other officers, if any, may be elected by the directors at any time.

5.3 Tenure. The president, treasurer and clerk shall each hold office until the next annual meeting of the members and until his successor is chosen and

qualified, and each other officer shall hold office until

the next annual meeting of the members unless a shorter period shall have been specified by the terms of his election or appointment, or in each case until he sooner dies, resigns, is removed or becomes disqualified. Each agent shall retain his authority at the pleasure of the directors. The President's term shall not exceed two consecutive one-year terms*

5.4 Chairman of the Board of Directors. If a chairman of the board of directors is elected, he shall preside at all meetings of the directors, except as the directors shall otherwise determine, and shall have such other powers and duties as may be determined by the directors.

5.5 President and Vice Presidents. The president shall be the chief executive officer of the Chapter and, subject to the control of the directors, shall have general charge and supervision of the affairs of the Chapter. The president shall preside at all meetings of the members and, if no chairman of the board of directors is elected, at all meetings of the directors, except as the members or directors otherwise determine.

The vice president or vice presidents, if any, shall have such duties and powers as the directors shall determine. The vice president, or first vice president if there are more than one, shall have and may exercise all the powers and duties of the president during the absence of the president or in the event of his inability to act.

5.6 Treasurer. The treasurer shall be the chief financial officer and the chief accounting officer of the Chapter. He shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. He shall have such other duties and powers as designated by the directors or the president. He shall also be in charge of its books of

(*and not more than an aggregate of four terms.

account and accounting records, and of its accounting procedures.

5.7 Clerk. The clerk shall record and maintain records of all proceedings of the members and directors in a book or series of books kept for that purpose, which book or books shall be kept within the Commonwealth at the principal office of the Chapter or at the office of its clerk or of its resident agent and shall be open at all reasonable times to the inspection of any member. Such book or books shall also contain records of all meetings and the original, or attested copies, of the by-laws and names of all members and directors and the address of each. If the clerk is absent from any meeting of members or directors, a temporary clerk chosen at the meeting shall exercise the duties of the clerk at the meeting.

5.8 Suspension or Removal. An officer may be suspended or removed with or without cause by vote of a majority of directors then in office at any special meeting called for such purpose or at any regular meeting. An officer may be removed with cause only after reasonable notice and opportunity to be heard.

5.9 Resignation. An officer may resign by delivering his written resignation to the president, treasurer or clerk of the Chapter to a meeting of the members or directors, or to the Chapter at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

5.10 Vacancies. If the office of any officer becomes vacant, the directors may elect a successor. Each such successor shall hold office for the unexpired term, and in the case of the president, treasurer and clerk until his successor is elected

and qualified, or in each case until he sooner dies, resigns, is removed or becomes disqualified.

Section 6. EXECUTION OF PAPERS

Except as the directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Chapter, shall be signed by the president or by the treasurer.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the Chapter by the president and the treasurer (two signatures required) shall be binding on the Chapter in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the by-laws, resolutions or votes of the Chapter.

Section 7. PERSONAL LIABILITY

(Reserved)

Section 8. AMENDMENTS

These by-laws may be altered, amended or repealed in whole or in part by vote of a majority of the directors then in office, except with respect to any provision thereof which by law,

or these by-laws requires action by the members. Not later than the time of giving notice of the meeting of members next following the making, amending, or repealing by the directors of any by-laws, notice thereof stating the substance of such change shall be given to all members. The members may alter, amend or repeal any by-laws adopted by the directors or otherwise or adopt, alter, amend or repeal any provision which by law, the articles of organization or these by-laws requires action by the members.

Any proposed changes in these by-laws shall be submitted to the Surface Navy Association for approval.